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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND CITY OF OAK CREEK, WISCONSIN WITHDRAWING  
PROOFS OF ADMINISTRATIVE EXPENSE CLAIM NUMBERS 18394 AND 19534

(CITY OF OAK CREEK, WISCONSIN)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and the City of Oak Creek, Wisconsin (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And City Of Oak Creek, Wisconsin Withdrawing Proofs Of Administrative Expense Claim Numbers 18394 And 19534 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 13, 2009, Oak Creek filed proof of administrative expense claim number 18394 against Delphi, asserting an administrative expense claim in the amount of \$4,054.87 ("Claim 18394") arising from certain water bills and weed cutting expenses.

WHEREAS, on August 6, 2009, Oak Creek filed proof of administrative expense claim number 19534 against Delphi, purporting to amend Claim 18394, asserting an administrative expense claim in the amount of \$149,354.63 ("Claim 19534") arising from certain water bills, weed cutting expenses, and property taxes.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on October 15, 2009, the Reorganized Debtors objected to Claim 19534 pursuant to the Reorganized Debtors' Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III) Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension, Benefit And OPEB Claims, And (VII) Duplicate Claims (Docket No. 18984) (the "Thirty-Seventh Omnibus Claims Objection").

WHEREAS, on November 11, 2009, the Claimant filed its Response Of City Of Oak Creek To Debtors' Thirty-Seventh Omnibus Claims Objection (Docket No. 19064) (the "First Response").

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to Claim 19534 pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 17, 2010, the Claimant filed its Response Of City Of Oak Creek To Debtors' Forty-Third Omnibus Claims Objection (Docket No. 19475) (the "Second Response").

WHEREAS, on April 16, 2010, the Reorganized Debtors objected to Claim 18394 pursuant to the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 19873) (the "Forty-Seventh Omnibus Claims Objection").

WHEREAS, on May 11, 2010, the Claimant filed its Response Of City Of Oak Creek To Reorganized Debtors' Forty-Seventh Omnibus Claims Objection (Docket No. 20007) (the "Third Response").

WHEREAS, to resolve (a) the Thirty-Eighth Omnibus Claims Objection and the Forty-Third Omnibus Claims Objection with respect to Claim 19534 and (b) the Forty-Seventh Omnibus Claims Objection with respect to Claim 18394, DPH Holdings and the Claimant have agreed that, among other things, Claim 18394 and Claim 19534 will be withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 18394 is hereby withdrawn with prejudice.
2. Claim 19534 is hereby withdrawn with prejudice.

3. The First Response, Second Response, and Third Response are each hereby deemed withdrawn with prejudice.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 29th day of July, 2011

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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